

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**



FILED
8-21-15
04:59 PM

In the Matter of the Joint Application of Frontier Communications Corporation, Frontier Communications of America, Inc. (U 5429 C), Verizon California Inc. (U 1002 C), Verizon Long Distance, LLC (U 5732 C), and Newco West Holdings LLC for Approval of Transfer of Control Over Verizon California Inc. and Related Approval of Transfer of Assets and Certifications

Application 15-03-005
(Filed March 18, 2015)

**MOTION OF THE UTILITY REFORM NETWORK TO COMPEL FRONTIER
COMMUNICATIONS CORPORATION AND FRONTIER COMMUNICATIONS OF AMERICA
TO PROVIDE DISCOVERY RESPONSES**

Christine Mailloux
Staff Attorney
TURN
785 Market Street, Suite 1400
San Francisco, CA 94103
Tel: 858-558-7930
cmailloux@turn.org

Dated: August 21, 2015

MOTION TO COMPEL

I. INTRODUCTION

Pursuant to Rule 11.3 of the Commission's Rules of Practice and Procedure, the Utility Reform Network ("TURN") files this Motion to Compel Frontier Communications Corporation and Frontier Communications of America (collectively, "Frontier") to provide complete, un-redacted versions of the financial models it has used in its analysis and discussions of the pending transfer of control between Frontier and Verizon California. TURN requests this information- including the model in electronic spreadsheet format, specific information about the model, and inputs to the model- so that TURN can conduct a thorough review of Frontier's processes, analysis, assumptions and calculations to ensure that the results of the model used to guide Frontier's decisions are reasonable and reflect a transaction that is in the public interest.

As discussed below, TURN has diligently sought the model information through the discovery process and has had a meet and confer with Frontier regarding these specific requests pursuant to Commission Rule 11.3. After discussions with Frontier on this matter, TURN had to turn its attention to drafting and submitting testimony under the deadlines set by the Assigned Commissioner. In the testimony of Mr. David Brevitz, filed on behalf of TURN, TURN provided examples of how the lack of the model and related information impacted the testimony and, ultimately, the Commission's ability to fulfill its obligations to conduct a thorough review of this transaction and to place conditions on the transaction to ensure the financial viability of Frontier post-transaction.¹ The Commission's Rules are very clear that, to the extent Frontier is relying on a model to support its witnesses'

¹ See, for example, pp. 10 and 45-48 of the Testimony and Exhibits of David Brevitz, C.F.A. on Behalf of TURN.

testimony, parties to the proceeding shall have access to the model.² We are now following up with this Motion to Compel to break the impasse on this issue .

As part of the meet and confer process required by the Commission's Rules, TURN and Frontier have continued to discuss this matter to reach an agreement. As a result, TURN believes it has reached some accommodation with Frontier. However, questions remain and because the schedule in this docket is moving apace, TURN files this Motion out of an abundance of caution if it cannot finalize its agreement with Frontier.

II. DISCUSSION

A. Most Recent Events

TURN has continued to discuss this matter with Frontier even as it prepared this Motion. As a result, it is clarifying previous Frontier answers to TURN's discovery questions and working out arrangements to view the model at issue. TURN hopes that Frontier will continue to maintain the open lines of communication and set up the access requested.

However, as a result of these discussions it now appears that even if TURN receives access to the subject model, that model may not be responsive to its previous questions. As discussed below, TURN requested Frontier's methods and procedures it is using to develop projections regarding this merger, including any models. Very simply, TURN is requesting access to the models and other material Frontier is using on an ongoing basis to analyze and update the financial impacts of this transaction and to develop projections for a post-transaction Frontier. If Frontier is not using a "model[s]", as that term is broadly defined,

² Commission Rules of Practice and Procedure 10.3 and 10.4.

to develop materials used in the course of obtaining additional financing, developing the projected synergies, and advocating for the public interest benefits of the transaction, then Frontier must be clear on this point. Further, TURN requests that, if there is no ongoing use of a model or models, then Frontier must provide, in writing, a description of the analysis process and the materials it is using to conduct ongoing analysis of the transaction.

The dispute between TURN and Frontier, and TURN's requested remedy on this point, is further discussed below.

B. Background and Process

Frontier submitted testimony from its Chief Financial Officer John Jureller regarding the financial aspects of the transaction, including Frontier's financial capacity and suitability to acquire the assets of Verizon California. In his testimony, Mr. Jureller identifies several parts of Public Utilities Code Section 854 that require the Commission to review the financial impact of the transaction on the company itself, its shareholders, and the communities it serves.³

To build a record to support a detailed review of the Application in compliance with Section 854, TURN has conducted extensive discovery. Specific to Mr. Jureller's testimony, and this Motion to Compel, TURN propounded discovery questions regarding the projected revenue and EBITDA estimates and the financial model used to support those estimates covering all three states impacted by the transaction (California, Florida and Texas).⁴ In response to TURN's request, Frontier produced a single Excel spreadsheet, CA Operating

³ Prepared Direct Testimony of John M. Jureller, served May 11, 2015, pp. 3, 28-30.

⁴ See TURN DR 6.26 and 6.29, propounded on June 4, 2015.

Build, that included only outdated California data and had broken or incomplete links to the source data in the response.⁵

In light of Frontier's incomplete response to TURN's Sixth Set of Discovery, TURN followed up with related questions in Set 8, once again requesting a working, Excel-formatted, financial model or models.⁶ And, once again, Frontier failed to provide the requested information. Instead, Frontier further confused the situation by stating that the CA Operating Build spreadsheet provided to TURN in response to Set 6 was not used as a specific input to the larger financial model but instead Frontier's "attempt" to separate out California specific data to respond to TURN's request. Beyond the fact that if true, the production of that particular spreadsheet to TURN is non-responsive to the original Set 6 question, Frontier then contradicted this statement with a discovery response to the Communication Workers of America that Frontier did prepare its financial projections for the transaction based, in part, on the information included in the CA Operating Build spreadsheet.⁷ TURN believes that the CWA response is more accurate, and that the CA Operating Build spreadsheet provided in response to TURN 6.26 and 6.29 is more in the nature of assumptions that would be incorporated in the Frontier-corporate financial model. Therefore, while the Operating Build spreadsheet is useful, TURN still has not received the financial model itself.

In a subsequent discovery request in Set 9, TURN also requested the most recent version of two different models that are specifically identified by name and referenced in

⁵ See, Frontier Response to TURN DR 6.26 and 6.29 served on June 23, 2015. Previously, in response to TURN DR 4.17 and 4.19, Frontier provided PDF pages that also included results of the financial model.

⁶ See TURN discovery requests 8.14 and 8.15, propounded on July 2, 2015.

⁷ See, Frontier Response to TURN discovery questions 8.14 and 8.15, served July 17, 2015 and Frontier Response to CWA 5.2, served July 21, 2015.

Frontier's HSR documentation. These models were used by Frontier to develop financial projections for presentation to the Frontier Board of Directors. Frontier also failed to provide these models in response to this discovery question.⁸

Frontier has provided only vague, high level, written objections to TURN's request for the financial model. It uses a kitchen sink approach to its objections, making them practically meaningless. For example, in response to Set 8, Frontier says it is objecting to producing the model "to the extent that it purports to demand privileged and/or highly confidential information." Yet, Frontier did not make a specific claim of privilege or provide a privilege log, further, TURN has signed NDAs with Frontier allowing it to seek highly confidential information. Frontier also vaguely claims that the requested information is not "in a format consistent with Frontier's business practices." We are requesting a model that we know exists and that Frontier has used in conducting its business and evaluating acquisitions, and the high level summary output of which is contained in Frontier's HSR documents.

Third, it states it would require a "special study or reformatting of data and information previously produced." This begs the question of which one is it, special study or reformatting, because each would require a different solution. TURN is willing to work with Frontier to minimize the burden of these requests, but it has not received any evidence from Frontier that its current financial models, already in existence and requiring no additional changes, would be a burden to produce. TURN has requested Frontier's financial modeling as it was used to analyze the proposed transaction, and there should be

⁸ See, TURN DR 9.2, requesting the models referenced in FTR TURN 000801 propounded on July 2, 2015. See Frontier response to TURN 9.2, served July 17, 2015 wherein Frontier provided presentation material, in PDF format, that are the results of the model runs, but not the models themselves.

no “special study” or reformatting required – in fact, TURN does not want any “special study” or reformatted data. TURN seeks the financial model as built and used by Frontier. TURN seeks the financial model in Excel spreadsheet file format, which while it likely is a very large Excel spreadsheet with many tabs, is not burdensome for Frontier to produce. Frontier has produced many Excel spreadsheets to TURN and other parties in this case.

Frontier’s position that it will not provide TURN the model because it projected costs and revenue, through its model, on an aggregate, multi-state basis is unacceptable. As discussed below, Frontier’s objection to the request for the financial model based on its claim that it has no legal obligation to provide the multi-state model is unacceptable. TURN has requested multi-state data because looking at the impact of the transaction on a single state involved in a multi-state transaction provides an incomplete picture of the impact of the transaction on the total company. Indeed, to review the ongoing impact of the transaction on Frontier’s financial viability TURN and the Commission will need to understand the decision-making process and analysis of the Board of Directors regarding this transaction. Crucially, TURN and the Commission must review the full Frontier-corporate financial model, the summary results of which are used to support the Board of Directors’ decisions on the proposed acquisition, to assess Frontier’s financial viability.

On June 26, 2015, TURN followed up via email to Frontier’s incomplete response to its requests in Set 6 asking for clarification regarding Frontier’s rationale for not providing TURN with the requested financial model and suggesting there may have been a misunderstanding of TURN’s original question. TURN did not receive a response to its concerns in writing, except to suggest a telephonic meeting.

On July 10, 2015, TURN had a telephonic meet and confer discussion with representatives from Frontier about its discovery requests for the financial models, and related information provided in response to TURN 4.17 and 4.19. Kevin Saville and Patrick Rosvall were in attendance for Frontier and Christine Mailloux and David Brevitz were on the phone for TURN. During that meeting Frontier stated that the responses to TURN 4.17 and 4.19 were based on the results of the model as it was first created and “run” in January 2015- seven months prior to TURN’s request and that no (or perhaps limited) updates to the model have been performed since, except for an update in April. Frontier stated that it would not produce the full financial model used by Frontier to analyze the transaction on a nationwide basis because of its position that it was not legally obligated to produce the model as it is beyond the scope of the transaction and has not produced a full financial model in any other proceedings related to similar transactions. TURN disagreed with Frontier and the parties did not come to a compromise. As discussed below, the Commission should order Frontier to produce the model.

C. The Model is Easily Produced as Requested

TURN is requesting a copy of a model that Frontier admits it has and has used to make critical decisions, assumptions and projections about the financial implications of this transaction. During the July 10 meet and confer, Frontier representatives admitted that the model exists and is being used by Frontier to analyze the transaction on a national basis. Further, in response to CWA discovery, Frontier admits that it took data specific to

California out of the existing national model to produce in response to the CWA and TURN requests for the model.⁹

Based on these responses, Frontier has actually expended more resources on extracting and producing only the California specific data, and objecting to providing the national data and model, than it would have spent providing the full model in response to TURN's repeated requests. Indeed, it is Frontier's dogged, but erroneous, claim that TURN's request for the nationwide model and data is somehow irrelevant that leads Frontier to argue it would have to perform a special study or reformat its files because Frontier insists on extracting the national data to provide only California data.

Frontier has claimed that providing an updated model itself, beyond PDF versions of high level output runs, would be burdensome and has been vague about when it updates the underlying financial model for material events – such as the conclusion of debt and equity financing, or when it may make additional model runs. TURN is confident, however, that not only has the data it received in response to its discovery requests been updated at least twice through changes of input data and assumptions in the model itself. It would be standard corporate practice to update these financial models to replace equity financing assumptions with actual equity financing parameters that were finalized in June 2015. Second, there would be an update to replace debt financing assumptions with actual bank loan financing received by the company in early August 2015.

While modeling assumptions are subject to further change – for example, due to consummation of agreements for high-yield bonds, acceptance of CAF II funds, and other changes related to ongoing due diligence- Frontier cannot use the likelihood of future

⁹ See, Frontier response to CWA 5.2

changes to avoid producing what exists today, with the obligation to produce any materially updated model runs when they occur. It is TURN's experience with financial modeling in regulatory cases, and based on the expertise of its expert in this case, that Frontier continues to update its financial modeling, changing the assumptions to keep up with the material financing developments, market trends, CAF II developments, and additional material information from ongoing due diligence. The financial situation of any large publicly traded company is in a constant state of flux and it would be negligent on the part of its CFO and financial analysts not to update these crucial models to maintain an ongoing understanding of the impact of this extremely significant transaction to Frontier's financial future.

TURN understands that the model may change and Frontier should provide copies of any material change, but that does not obviate the need to be responsive to TURN discovery at this time.

D. Frontier has produced its full financial model in previous cases

Frontier claims that it does not have to produce the model to TURN, in part, because it has "never" produced the nationwide model. Upon further review, we believe that this is incorrect. Frontier has produced its full financial model before the West Virginia Public Service Commission during that Commission's review of the 2009 acquisition of Verizon property by Frontier.¹⁰ Further, as TURN's witness states in his testimony, based on his years of experience working on these types of telecommunications transactions, a carrier's

¹⁰ See, Testimony of David Brevitz, July 28, 2015 at p. 45 citing to West Virginia Public Service Commission Case No. 09-0871-T-PC.

financial model is at the core of understanding the financial implications of the transaction as well as the projected financial condition of the remaining entities post transaction. Therefore, of the 14 states involved in the 2009 acquisition from Verizon, it is highly likely that Frontier would have been required to produce its full financial model in at least some additional states beyond West Virginia. At a minimum, Frontier should be required to aver whether and where, in addition to West Virginia, it has had to produce its model in any of the acquisition cases where it was a party over the past ten years.

E. Frontier is legally obligated to produce the model

Commission Rule of Practice and Procedure 10.3 requires any party to a PUC proceeding to provide material supporting that party's use of a computer model as a critical part of its testimony. The "material" referenced in the Rule includes various sets of data, documentation of the input and outputs, and a description of how the model works. Further, Rule 10.4 requires the party that relies on the model to provide "*timely and reasonable access to, and explanation of, that computer model or data base*" to all parties that request such access and explain why it is requesting such access.

This rule was crafted when access to financial computer models was extremely technical and resource intensive. It pre-dated the current practice of using relatively simple and easy to work with models in the form of Excel spreadsheets with links to input, output, and source data. However, the intent of this rule remains the same. If a party is going to rely on a model and the results of that model to support its case, the Commission and other parties should have access to the underlying model to examine the assumptions

and claims. The Commission's rule should be read to reduce the barriers to producing these models.

Frontier's entire case before the Commission supporting the transaction turns on its financial benefits and assurances of the financial viability of Frontier, post-transaction. In its testimony, Frontier emphasizes the expansion of broadband availability, improved customer service and the benefits to wireline basic service customers, the success of each of those elements is dependent upon the financial benefits and continued financial viability and success of Frontier not only in California, but nationwide. Frontier's modeling and projections provide all of the data and information to inform and support its testimony in this docket. Therefore, pursuant to Rule 10.3 and 10.4, the Commission should order Frontier to produce the model.

F. The Frontier Corporate, Nationwide Model is Highly Relevant

At its core, Frontier is arguing that it is not legally obligated to produce the Frontier-corporate nationwide, full and working model to TURN because it includes data that goes beyond the scope of this proceeding to include material relevant to the projections for Texas and Florida. Frontier's relevance argument is incorrect. To comply with Section 854, the Commission needs a sound evaluation of Frontier's financial projections post transaction. To do this, the Commission needs the financial model the company used to produce those projections, which includes the data and model runs for the entire transaction, not just a single state.

Further, the Commission must have a complete picture of Frontier total company projections and its financial stability and overall financial health on a nationwide basis so

that it can better understand the claims of the company regarding the impact of this transaction on its operations in California. Frontier must provide not only static outputs of model runs that include data for the other states, much of it outdated before it is even produced, but an integrated, working model that would allow TURN, and the Commission, the ability to test assumptions, analyze input data and adjust output data for different scenarios.

When looking at the financial implications of a multi-state, multi-billion dollar deal, it is useless to only look at California data because Frontier's operations in California won't be doing the borrowing and equity issuance on its own. It also won't include information related to capital investment, taxes, or even non-regulated costs. That will all be done at the total company level and, therefore, the much more relevant and important tool for analysis is the nationwide model.

G. TURN Will Need Sufficient Time to Work with the Model

TURN recognizes that this case is being on a tight schedule. Under the current schedule, TURN will have a limited opportunity to file testimony on September 1 and September 8 regarding Frontier's next round of testimony and the material placed on the record in several workshops and public participation hearings.

Once the Commission orders Frontier to provide the Motion, TURN requests that it be given 10 business days from receipt of the working model and supporting material to review the model and file supplemental testimony. Frontier would then be given an opportunity to file reply testimony.

III. CONCLUSION

As discussed above, TURN files this Motion to Compel after its repeated requests for Frontier's corporate, working, financial models have gone unanswered. While Frontier has provided static, PDF presentations of outputs from these models as well as a single spreadsheet with extracted California data, Frontier has provided vague and unsubstantiated objections to producing the models themselves. As Frontier relies on these models to make its case for public interest benefits before the Commission, it must produce these models pursuant to the Commission's rules on discovery as well as to create a record sufficient to satisfy the requirements of Section 854. TURN requests that the Commission order Frontier to produce its models.

Dated: August 21, 2015

Respectfully submitted,

/S/

Christine Mailloux

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Joint Application of Frontier Communications Corporation, Frontier Communications of America, Inc. (U 5429 C), Verizon California Inc. (U 1002 C), Verizon Long Distance, LLC (U 5732 C), and Newco West Holdings LLC for Approval of Transfer of Control Over Verizon California Inc. and Related Approval of Transfer of Assets and Certifications

Application 15-03-005
(Filed March 18, 2015)

[PROPOSED] ORDER TO COMPEL FRONTIER TO PROVIDE DISCOVERY RESPONSES

In accordance with its Rules of Practice and Procedure, the California Public Utilities Commission ("Commission") has considered the **MOTION OF THE UTILITY REFORM NETWORK TO COMPEL FRONTIER COMMUNICATIONS CORPORATION AND FRONTIER COMMUNICATIONS OF AMERICA TO PROVIDE DISCOVERY RESPONSES**, filed August 21, 2015, in the above-captioned proceeding. Good cause appearing, the Commission hereby ORDERS as follows:

1. The Utility Reform Network's Motion is GRANTED.
2. Frontier shall provide un-redacted, complete versions of its corporate, nationwide financial model and additional material as described therein the Motion no later than three business days from the effective date of this order.

Dated _____, 2015 at San Francisco, California.

Administrative Law Judge

Attachment A

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

In the Matter of the Joint Application of Frontier Communications Corporation, Frontier Communications of America, Inc. (U 5429 C), Verizon California Inc. (U 1002 C), Verizon Long Distance, LLC (U 5732 C), and Newco West Holdings LLC for Approval of Transfer of Control Over Verizon California Inc. and Related Approval of Transfer of Assets and Certifications

A. 15-03-005

(Filed March 18, 2015)

**SIXTH SET OF DATA REQUESTS OF
TURN TO FRONTIER COMMUNICATIONS CORPORATION, FRONTIER
COMMUNICATIONS OF AMERICA, INC. AND VERIZON CALIFORNIA INC.**

Christine Mailloux
Staff Attorney
TURN
785 Market Street, Suite 1400
San Francisco, CA 94103
Tel: 858-558-7930
cmailloux@turn.org

June 4, 2015

INSTRUCTIONS:

If you will be unable to meet the above deadline, or need to discuss the content of this request, please call TURN counsel at the number(s) shown above before the due date.

Please provide copies of your answer to the following people:

Christine Mailloux
Staff Attorney, TURN
cmailloux@turn.org
Electronic only

Regina Costa
Research Director, TURN
785 Market Street, Suite 1400
San Francisco, CA 94013
rcosta@turn.org

Electronic copy and hard copy for those documents only available in hard copy or documents that are produced on specific electronic media (DVD, CD, etc.)

Susan M. Baldwin
17 Arlington Street
Newburyport, MA 01950
smbaldwin@comcast.net
Consultant, TURN
Electronic only

David Brevitz, C.F.A.
3623 SW Woodvalley Terrace
Topeka, Kansas 66614
davidbrevitz@att.net
Consultant, TURN
Electronic Only

Please also provide electronic copies to:

Sarah Bosley- sbosleyconsulting@gmail.com
[Helen Golding – hgolding@gmail.com](mailto:hgolding@gmail.com)
Bion Ostrander- bionostrander@cox.net

For those documents that are available only in hard copy or documents that must be provided on separate electronic media such as a flash drive or a CD, please provide an additional copy to Ms.

Costa. If a document is available in Word or Excel format, do not send it as a PDF file. Please identify the person who provides the response and his (her) phone number. If the response is intended to apply only to a single entity, please clearly identify which entity. All data responses need to have each page numbered, referenced, and indexed so worksheets can be followed. If any number is calculated, include a copy of all electronic files so the formula and their sources can be reviewed.

If you are unable to provide the information by the due date, need clarification of a particular request, have an objection to any request, or plan to assert a privilege to any request, please provide a written explanation to Ms. Mailloux and Ms. Costa five calendar days before the due date as to why the response date cannot be met and your best estimate of when the information can be provided. If you are asserting an objection or privilege please provide the specific nature of that objection or privilege claimed and the facts upon which such claim is based. Please clearly identify and describe any information that is redacted from the document and provide an explanation for the redaction.

These data requests shall be deemed continuing in nature so that you shall produce any additional or more current information that come to your attention after your initial responses have been sent up to the time of hearing or settlement.

TURN Sixth Set of Data Requests in A.15-03-005, Frontier/Verizon Joint Application.

TURN hereby submits this Sixth Set of data requests to Frontier Communications Corporation, Frontier Communications of America, Inc. (U 5429 C), Verizon California Inc. (U 1002 C), and Verizon Long Distance, LLC (U 5732 C) (herein after referred to as “Joint Applicants”). Please provide any objections to, and an indication of whether the Joint Applicants will respond to, these data requests no later than June 10, 2015. Please provide full and complete responses as they become available, but no later than June 15, 2015.

The following questions are directed to Verizon:

TURN 6.29 Page 11, line 21, regarding “revenue and EBITDA estimates on a state-by-state basis have not been finalized or disclosed at this time.”

- a. Please state when it is anticipated such estimates will be finalized and disclosed.
- b. Please provide those estimates for all three states when available.

TURN 6.29 Provide the working model with the final forecast for stand-alone forecast of operations on a state by state basis for California, Florida, and Texas, in Excel spreadsheet format with references and formulas intact and working.

Frontier/Verizon Application, A.15-03-005
Frontier Communications Corporation and Frontier Communications of America, Inc.
Response to TURN's Sixth of Data Requests
TURN 6.26 and 6.29
June 23, 2015

Frontier Communications Corporation and Frontier Communications of America, Inc. (collectively, "Frontier") hereby respond to Questions 6.26 and 6.29 to The Utility Reform Network's ("TURN") Sixth Set of Data Requests ("TURN Set 6"). Responses to TURN 6.8-6.12, 6.14-6.25, 6.27, 6.28, 6.30-6.37, 6.39, and 6.40 were provided on June 18, 2015. A response to TURN 6.13 was provided on June 19, 2015. Questions 6.1 to 6.7 were directed to Verizon and responses will be separately addressed by Verizon. A response to Question 6.38 will be provided when available.

Frontier has undertaken a good faith review of the questions in TURN Set 6, and Frontier hereby responds to each of the questions subject to general objections presented below and any specific objections provided with the individual responses. Frontier is providing responsive documents contemporaneously with these narrative responses, as further described below.

GENERAL OBJECTIONS

Frontier objects to the questions in TURN Set 6 to the extent that they call for irrelevant information that is beyond the scope of this proceeding or which is otherwise not reasonably calculated to lead to admissible evidence in this proceeding. Frontier objects to TURN Set 6 to the extent that the questions are interpreted to impose unreasonable burdens on Frontier and/or to the extent that the questions request information that is beyond Frontier's possession, custody, or control. Frontier further objects to this set of requests to the extent that it calls for information protected by attorney-client privilege, work product privilege, and/or any other applicable protection or privilege. Frontier also objects to TURN Set 6 to the extent that the questions presented are vague, ambiguous, or reliant upon vague or ambiguous definitions. Frontier specifically objects to any instructions or definitions in TURN Set 6 to the extent that they purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules or laws governing the proper scope and extent of discovery in California and this proceeding.

Frontier notes that TURN Set 6 seeks information regarding entities, services, and/or facilities that are not subject to the California Public Utilities Commission's ("Commission") jurisdiction, beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or outside the reasonable scope of this proceeding. Frontier's responses to questions regarding matters that are subject to these jurisdictional, statutory, and scoping objections should not be interpreted to constitute a waiver of these objections, nor does Frontier concede that any of this information is properly subject to discovery, validly admissible, or otherwise proper for consideration in this proceeding.

It should be noted that some of the materials provided with these responses are proprietary and confidential. These materials have been appropriately marked, and are prohibited from public disclosure pursuant to the Non-Disclosure Agreement ("NDA") executed between TURN and Frontier, Public Utilities Code Section 583, and Commission General Order 66-C. In addition, some of the material provided in response to these data requests is highly confidential and identified as "Lawyers Only" or "Lawyers' Eyes Only." Pursuant to the NDA that TURN executed with Frontier, the authorized use of these materials extends only to the parties' attorneys and other individuals who are permitted access to "Lawyers Only" or "Lawyers' Eyes Only" materials by mutual agreement of the parties subject to the terms of the NDA.

Subject to and without waiving the above objections, Frontier responds as set forth below. Frontier reserves the right to offer additional objections and/or supplemental responses to TURN Set 6 at any time and further reserves the right to challenge the relevance and/or admissibility of the information provided herewith to the issues in the proceeding.

SPECIFIC OBJECTIONS AND RESPONSES

TURN 6.26 Page 11, line 21, regarding "revenue and EBITDA estimates on a state-by-state basis have not been finalized or disclosed at this time."

- a. Please state when it is anticipated such estimates will be finalized and disclosed.**
- b. Please provide those estimates for all three states when available.**

Objection: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, including estimates and projections on a state by state basis for Texas and Florida, which are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding.

Response: Frontier is providing revenue and expense projections for the California operations to be acquired in the attachment labeled "TURN 6.26, 6.29 CA Operating Build, Confidential Lawyers Only." The document provided in this attachment is designated as "Lawyers Only" and its authorized use extends only to those individuals who are permitted access to "Lawyers Only" or "Lawyers' Eyes Only" materials by mutual agreement of the parties subject to the terms of the applicable NDA.

TURN 6.29 Provide the working model with the final forecast for stand-alone forecast of operations on a state by state basis for California, Florida, and Texas, in Excel spreadsheet format with references and formulas intact and working.

Objection: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction,

including estimates and projections on a state by state basis for Texas and Florida, which are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding.

Response: Frontier is providing revenue and expense projections for the California operations to be acquired in the attachment labeled "TURN 6.26, 6.29 CA Operating Build, Confidential Lawyers Only." The document provided in this attachment is designated as "Lawyers Only" and its authorized use extends only to those individuals who are permitted access to "Lawyers Only" or "Lawyers' Eyes Only" materials by mutual agreement of the parties subject to the terms of the applicable NDA.

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

In the Matter of the Joint Application of Frontier Communications Corporation, Frontier Communications of America, Inc. (U 5429 C), Verizon California Inc. (U 1002 C), Verizon Long Distance, LLC (U 5732 C), and Newco West Holdings LLC for Approval of Transfer of Control Over Verizon California Inc. and Related Approval of Transfer of Assets and Certifications

A. 15-03-005

(Filed March 18, 2015)

**EIGHTH SET OF DATA REQUESTS OF
TURN TO FRONTIER COMMUNICATIONS CORPORATION, FRONTIER
COMMUNICATIONS OF AMERICA, INC. AND VERIZON CALIFORNIA INC.**

Christine Mailloux
Staff Attorney
TURN
785 Market Street, Suite 1400
San Francisco, CA 94103
Tel: 858-558-7930
cmailloux@turn.org

July 2, 2015

INSTRUCTIONS:

If you will be unable to meet the above deadline, or need to discuss the content of this request, please call TURN counsel at the number(s) shown above before the due date.

Please provide copies of your answer to the following people:

Christine Mailloux
Staff Attorney, TURN
cmailloux@turn.org
Electronic only

Regina Costa
Research Director, TURN
785 Market Street, Suite 1400
San Francisco, CA 94013
rcosta@turn.org

Electronic copy and hard copy for those documents only available in hard copy or documents that are produced on specific electronic media (DVD, CD, etc.)

Susan M. Baldwin
17 Arlington Street
Newburyport, MA 01950
smbaldwin@comcast.net
Consultant, TURN
Electronic only

David Brevitz, C.F.A.
3623 SW Woodvalley Terrace
Topeka, Kansas 66614
davidbrevitz@att.net
Consultant, TURN
Electronic Only

Please also provide electronic copies to:

Sarah Bosley- sbosleyconsulting@gmail.com
[Helen Golding – hgolding@gmail.com](mailto:hgolding@gmail.com)
Bion Ostrander- bionostrander@cox.net

For those documents that are available only in hard copy or documents that must be provided on separate electronic media such as a flash drive or a CD, please provide an additional copy to Ms.

Costa. If a document is available in Word or Excel format, do not send it as a PDF file. Please identify the person who provides the response and his (her) phone number. If the response is intended to apply only to a single entity, please clearly identify which entity. All data responses need to have each page numbered, referenced, and indexed so worksheets can be followed. If any number is calculated, include a copy of all electronic files so the formula and their sources can be reviewed.

If you are unable to provide the information by the due date, need clarification of a particular request, have an objection to any request, or plan to assert a privilege to any request, please provide a written explanation to Ms. Mailloux and Ms. Costa five calendar days before the due date as to why the response date cannot be met and your best estimate of when the information can be provided. If you are asserting an objection or privilege please provide the specific nature of that objection or privilege claimed and the facts upon which such claim is based. Please clearly identify and describe any information that is redacted from the document and provide an explanation for the redaction.

These data requests shall be deemed continuing in nature so that you shall produce any additional or more current information that come to your attention after your initial responses have been sent up to the time of hearing or settlement.

TURN Eighth Set of Data Requests in A.15-03-005, Frontier/Verizon Joint Application.

TURN hereby submits this Eighth Set of data requests to Frontier Communications Corporation, Frontier Communications of America, Inc. (U 5429 C), Verizon California Inc. (U 1002 C), and Verizon Long Distance, LLC (U 5732 C) (herein after referred to as “Joint Applicants”). Please provide any objections to, and an indication of whether the Joint Applicants will respond to, these data requests no later than July 9, 2015. Please provide full and complete responses as they become available, but no later than July 14, 2015.

The following questions are directed to Verizon:

[Redacted for purposes of this Motion]

- TURN 8.14** Frontier’s response to TURN 6.29 includes a spreadsheet named “TURN 6 26 6 29 CA Operating Build Confidential Lawyers Only”.
- i. Please state whether this “Operating Build” data is used in any fashion as input data for combined financial modeling for projections of Frontier balance sheet and income statement for future periods, assuming consummation of the proposed transaction.

- ii. Identify by name each financial model that uses this “Operating Build” data as input data.
- iii. Provide each named financial model in working Excel file format, with formulas working and sources intact.

TURN 8.15 Please refer to the Pro Forma Balance Sheet, Pro Forma P&L and Pro Forma Cash Flow statements provided in response to TURN 3.4, at pages FTR TURN 000705-707. Please, provide the full and complete financial model from which the pro forma financial statements are derived, in working Excel file format, with formulas working and sources intact.

TURN 8.16 Please refer to the Pro Forma Balance Sheet, Pro Forma P&L and Pro Forma Cash Flow statements and Adjusted Leveraged Free Cash Flow provided in response to TURN 3.4, at pages FTR TURN 000705-708. Please provide the updated full and complete financial model, in working Excel file format with formulas working and sources intact which include the projected results of the equity financing consistent with the Form 8-K dated June 4, 2015.

[Redacted for purposes of this Motion]

Frontier/Verizon Application, A.15-03-005
Frontier Communications Corporation and Frontier Communications of America, Inc.
Response to TURN's Eighth Set of Data Requests
July 17, 2015

Frontier Communications Corporation and Frontier Communications of America, Inc. (collectively, "Frontier") hereby respond to The Utility Reform Network's ("TURN") Eighth Set of Data Requests ("TURN Set 8").

Frontier has undertaken a good faith review of the questions in TURN Set 8, and Frontier hereby responds to each of the questions subject to general objections presented below and any specific objections provided with the individual responses. Frontier is providing responsive documents contemporaneously with these narrative responses, as further described below.

GENERAL OBJECTIONS

Frontier objects to the questions in TURN Set 8 to the extent that they call for irrelevant information that is beyond the scope of this proceeding or which is otherwise not reasonably calculated to lead to admissible evidence in this proceeding. Frontier objects to TURN Set 8 to the extent that the questions are interpreted to impose unreasonable burdens on Frontier and/or to the extent that the questions request information that is beyond Frontier's possession, custody, or control. Frontier further objects to this set of requests to the extent that it calls for information protected by attorney-client privilege, work product privilege, and/or any other applicable protection or privilege. Frontier also objects to TURN Set 8 to the extent that the questions presented are vague, ambiguous, or reliant upon vague or ambiguous definitions. Frontier specifically objects to any instructions or definitions in TURN Set 8 to the extent that they purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules or laws governing the proper scope and extent of discovery in California and this proceeding.

Frontier notes that TURN Set 8 seeks information regarding entities, services, and/or facilities that are not subject to the California Public Utilities Commission's ("Commission") jurisdiction, beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or outside the reasonable scope of this proceeding. Frontier's responses to questions regarding matters that are subject to these jurisdictional, statutory, and scoping objections should not be interpreted to constitute a waiver of these objections, nor does Frontier concede that any of this information is properly subject to discovery, validly admissible, or otherwise proper for consideration in this proceeding.

It should be noted that some of the materials provided with these responses are proprietary and confidential. These materials have been appropriately marked, and are prohibited from public disclosure pursuant to the Non-Disclosure Agreement ("NDA") executed between TURN and Frontier, Public Utilities Code Section 583, and Commission General Order 66-C. In addition, some of the material provided in response to these data requests is highly

confidential and identified as "Lawyers Only" or "Lawyers' Eyes Only." Pursuant to the NDA that TURN executed with Frontier, the authorized use of these materials extends only to the parties' attorneys and other individuals who are permitted access to "Lawyers Only" or "Lawyers' Eyes Only" materials by mutual agreement of the parties subject to the terms of the NDA.

Subject to and without waiving the above objections, Frontier responds as set forth below. Frontier reserves the right to offer additional objections and/or supplemental responses to TURN Set 8 at any time and further reserves the right to challenge the relevance and/or admissibility of the information provided herewith to the issues in the proceeding.

SPECIFIC OBJECTIONS AND RESPONSES

TURN 8.1 was directed to Verizon.

The following questions are directed to the "most knowledgeable" within both Frontier and Verizon:

TURN 8.2 Explain and quantify the financial and operational positive and negative impact on both Frontier and Verizon related to the Section 338(h)(10) Election by account number and account description. Provide all supporting documentation and calculations (and explain and show how the impact and related allocation/assignment of amounts to the California jurisdiction were determined). In all cases, show the amounts both before and after the transaction, and the related impact of the transaction on each account.

Objections: Frontier objects to this data request on the grounds that the request for "all supporting documentation and calculations " is unduly burdensome, overly broad, and presents unreasonable compliance burdens to the extent that the request is not limited by scope or time. Frontier further objects to this data request on the grounds that it to seek information that is not within Frontier's custody, possession, or control and would require a special study to provide.

Response: With respect to Frontier, see response to TURN 8.19.

TURN 8.3 Refer to the definition of "Transferred Business" at pages 20-21 of the Securities Purchase Agreement dated as of February 5, 2015. Please describe in plain English what parts of Verizon's California operations (including Verizon California, Verizon Long Distance and any other Verizon corporate affiliates operating in California) are excluded from the Transferred Business.

Objections: Frontier objects to this data request on the grounds unduly burdensome to the extent that it is duplicative of data requests that Frontier has previously provided responses to and/or the information sought is equally available to TURN based on information in its possession, custody, or control.

Response: Frontier is acquiring the stock of Verizon California, Inc. and all of its assets and network infrastructure and equipment used by Verizon California to provide service to California customers, except as specifically excluded in the Securities Purchase Agreement. Frontier is not acquiring the stock or network infrastructure of any other Verizon affiliate operating in California, including Verizon Long Distance. See the entities and specific services listed in the Securities Purchase Agreement Annex 1.1(d) and Annex 1.1(e). Verizon California customers presubscribed to Verizon Long Distance service for long distance services will be transferred and presubscribed to Frontier's existing long distance affiliate Frontier Communications of America, Inc.

TURN 8.4 Refer to the definition of "Transferred Business" at pages 20-21 of the Securities Purchase Agreement dated as of February 5, 2015. With respect to "(i) tangible long distance assets and related operations"

- i. Do these include assets and operations associated with both intra- and interstate long distance?**
- ii. Which class or classes of customers (e.g., residential, small-to-medium business, enterprise) does Verizon serve using the "tangible long distance assets and related operations," and approximately what percentage of the assets and operations are associated with each customer class?**
- iii. What are the annual revenues associated with "tangible long distance assets and related operations"?**

Objections: Frontier objects on the grounds that this data request seeks information and/or data related to Verizon operations and business that is not part of the proposed transaction and not within Frontier's possession, custody, or control. Frontier specifically objects to this data request on the grounds that it should be directed to other parties.

Response: See Response to TURN 8.3.

TURN 8.5 Refer to the definition of "Transferred Business" at pages 20-21 of the Securities Purchase Agreement dated as of February 5, 2015. With respect to each of the entities listed and specific services offered by entities described in Confidential Annex 1.1(d),

- i. Provide a 2-to-3 sentence narrative description of the entity and its services;**
- ii. What are the annual revenues (for billing addresses located in California) associated with the entity and its services.**
- iii. What class or classes of customers (e.g., residential, small-to-medium business, enterprise, wholesale) does the entity serve?**

Objections: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are

beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding. Frontier further objects on the grounds that this data request seeks information and/or data related to Verizon operations and business that is not part of the proposed transaction and not within Frontier's possession, custody, or control. Frontier specifically objects to this data request on the grounds that it should be directed to other parties.

Response: See Verizon Response to TURN 8.5.

TURN 8.6 Refer to the definition of “Transferred Business” at pages 20-21 of the Securities Purchase Agreement dated as of February 5, 2015. With respect to each of the products and services described in Confidential Annex 1.1(e),

- i. Provide a 2-to-3 sentence narrative description of each of the products and services; What are the annual revenues (for billing addresses located in California) associated with the product(s)/service(s);**
- ii. What class or classes of customers (e.g., residential, small-to-medium business, enterprise, wholesale) purchase the product(s)/service(s)?**

Objections: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding. Frontier objects on the grounds that this data request seeks information and/or data related to Verizon operations and business that is not part of the proposed transaction and not within Frontier's possession, custody, or control. Frontier specifically objects to this data request on the grounds that it should be directed to other parties.

Response: See Verizon Response to TURN 8.6.

TURN 8.7 Refer to page 47 of Verizon’s HSR filing (A1503005VZ60273).

- a. Are these customers, their associated products and services, and revenues being transferred in their entirety to Frontier?**
- b. If not, what percentage of the total revenues shown on this page for California customers will transfer to Frontier?**

Objections: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding. Frontier further objects to this data request on the grounds that it relies on information provided by Verizon and should be directed specifically to Verizon.

Response: See Verizon Response to TURN 8.7.

TURN 8.8 What percentage of Verizon total company revenues earned in California by all corporate affiliates excluding wireless revenues, fall outside of the “Transferred Business” as that term is defined in the Securities Purchase Agreement?

Objections: Frontier objects on the grounds that this data request seeks information and/or data related to Verizon operations and business that is not part of the proposed transaction and not within Frontier's possession, custody, or control. Frontier objects to this request as unduly burdensome and on the basis that it seeks data more appropriately directed to other parties to this proceeding.

Response: See Verizon Response to TURN 8.8.

TURN 8.9 What are the annual Verizon total company revenues associated with contracts that require customer consent prior to assigning the contract to a different entity? Please specify as of June 30, 2015, what percentage of the revenues derived from these contracts have not yet received customer consent.

Objections: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding. Frontier also objects to this data request as unduly burdensome to the extent that it would require a special study.

Response: Verizon and Frontier are currently revising existing customer contracts and have not yet completed this review. Based on its experience in prior transactions, Frontier does not anticipate any significant issues related to obtaining any necessary consents.

These questions are directed to Frontier:

TURN 8.10 Please confirm that all of Frontier’s current exchanges in California are operating under the pricing flexibility provided to carriers under the Uniform Regulatory Framework as developed by the Commission in D.06-08-030 and D.08-09-042. If any Frontier exchanges are currently not operating as URF exchanges, please identify which exchanges and provide tariffs or otherwise describe the regulatory structure that currently applies to those exchanges.

Response: Yes, Frontier’s existing ILECs in California, Citizens Telecommunications Company of California Inc. and Frontier Communication Southwest Inc., operate under the pricing flexibility provided to carriers under the Uniform Regulatory Framework as developed by the Commission in D.06-08-030 and in the California High Cost Fund B review in D.08-09-042.

TURN 8.11 Please refer to Frontier’s Common Stock Prospectus and Preferred Stock Prospectus Form 424B2 filings with the SEC, dated June 2, 2015, and the Form 8-K dated June 4, 2015 which announced pricing for issuance of additional common stock and

preferred stock. Please provide all documents provided to the Board of Directors, or any of its committees which support Frontier's decision to:

- i. Issue up to 150,000,000 additional shares of Frontier common stock (and not more or less);**
- ii. Price the common stock at \$5.00 per share (and not more or less);**
- iii. Issue up to 17,500,000 additional shares of Frontier preferred stock (and not more or less);**
- iv. Price the preferred stock at \$100 per share (and not more or less); and,**
- v. Set the dividend rate on the preferred stock at 11.125% (and not more or less).**

Objections: Frontier objects to this data request to the extent it seeks confidential information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding. Frontier objects to this data request to the extent that it purports to demand privileged and/or highly-confidential information and materials with market-affecting impacts, which if disclosed to TURN may constitute an unlawful disclosure under state or federal rules and/or contractual agreements with third parties. Specifically, Frontier objects to this data request to the extent that it seeks "all" documents that which includes data that have not been publically disclosed in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC"), and which may constitute a violation of the SEC's rules if disclosed to TURN absent initial public disclosure.

Response: Analysis and information presented to the Frontier Board of Directors related to Frontier's recent equity issuance is contained in highly confidential attachments "TURN 9 - Project Guava - Financing Update 06-23-2015, Lawyers Only Confidential" and "TURN 9 - Project Guava Update 05-22-15, Lawyers Only Confidential," which were provided to TURN in response to TURN Set 9 on July 16, 2015. See also Frontier responses to CWA Set 4, Question 1 provided to TURN in response to TURN 1.1 on June 25, 2015, which contains information related to pro forma data prepared and provided in conjunction with Frontier equity financing that occurred in June. The financial projections have not been revised or updated since that time.

TURN 8.12 Please refer to Frontier's Common Stock Prospectus and Preferred Stock Prospectus Form 424B2 filings with the SEC, dated June 2, 2015, and the Form 8-K dated June 4, 2015 which announced issuance of and pricing for additional common stock and preferred stock. Please provide complete copies of all documents provided by the Underwriters to Frontier which contain guidance, analysis and recommendations regarding:

- i. How many additional shares of Frontier common stock should be issued;**
- ii. What should be the price of the additional common stock shares;**
- iii. How many additional shares of Frontier preferred stock should be issued;**
- iv. What should be the price of the additional preferred stock shares; and,**

v. What should be the dividend rate on the additional preferred stock shares.

Objections: Frontier objects to this data request to the extent that it purports to demand privileged and/or highly-confidential information and materials with market-affecting impacts, which if disclosed to TURN may constitute an unlawful disclosure under state or federal rules and/or contractual agreements with third parties. Specifically, Frontier objects to this data request to the extent that it seeks “all” financing plans and updates that have not been publically disclosed in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”), and which may constitute a violation of the SEC’s rules if disclosed to TURN absent initial public disclosure.

Response: See response to TURN 8.11.

TURN 8.13 Please provide documents, Power Points or other presentations to the Board of Directors or any of its committees regarding the Verizon/Frontier transaction since February 2015 to the current date. As requested above, please treat this as an ongoing request to be updated as relevant and responsive information becomes available.

Objections: Frontier objects to this data request to the extent it seeks confidential information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding.

Response: Analysis and information presented to the Frontier Board of Directors related to Frontier’s recent equity issuance is contained in highly confidential attachments "TURN 9 - Project Guava - Financing Update 06-23-2015, Lawyers Only Confidential" and "TURN 9 - Project Guava Update 05-22-15, Lawyers Only Confidential" which were provided to TURN in response to TURN Set 9 on July 16, 2015.

TURN 8.14 Frontier’s response to TURN 6.29 includes a spreadsheet named “TURN 6 26 6 29 CA Operating Build Confidential Lawyers Only”.

- i. Please state whether this “Operating Build” data is used in any fashion as input data for combined financial modeling for projections of Frontier balance sheet and income statement for future periods, assuming consummation of the proposed transaction.**
- ii. Identify by name each financial model that uses this “Operating Build” data as input data.**
- iii. Provide each named financial model in working Excel file format, with formulas working and sources intact.**

Objections: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are

beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding.

Response: See Frontier response to ORA Set 1, Question 3 provided to TURN in response to TURN 1.1 on April 23, 2015, which contains the detailed financial information used by Frontier management and communicated to the Frontier Board of Directors regarding the proposed transaction prior to the transaction announcement. The financial results were prepared on an aggregate transaction basis for the Florida, Texas and California operations in total and the spreadsheet include in "TURN 6 26 6 29 CA Operating Build Confidential Lawyers Only" was not used as input into these financial projections which represented the totality of the acquired operations. Subsequently, Frontier attempted to separate California specific operations and projections as reflected in "TURN 6 26 6 29 CA Operating Build Confidential Lawyers Only," which was provided to TURN on June 23, 2015.

TURN 8.15 Please refer to the Pro Forma Balance Sheet, Pro Forma P&L and Pro Forma Cash Flow statements provided in response to TURN 3.4, at pages FTR TURN 000705-707. Please, provide the full and complete financial model from which the pro forma financial statements are derived, in working Excel file format, with formulas working and sources intact.

Objections: Frontier objects to this data request in that seeks information that Frontier does not own and control and requests information in a format that is not consistent with Frontier's business practices. Frontier also objects to this data request to the extent that it purports to demand privileged and/or highly-confidential information and materials and the extent it requires a special study or reformatting of data and information previously produced.

Response: See Frontier response to ORA Set 1, Question 3 provided to TURN in response to TURN 1.1 on April 23, 2015, which contains the financial projections and associated information used by Frontier management and communicated to the Frontier Board of Directors regarding the proposed transaction prior to the transaction announcement. The financial projections have not been revised or updated since that time to reflect the recent equity financing and planned debt financing that will occur later this year. Additional analysis and information presented to the Frontier Board of Directors related to Frontier's recent equity issuance is contained in highly confidential attachments "TURN 9 - Project Guava - Financing Update 06-23-2015, Lawyers Only Confidential" and "TURN 9 - Project Guava Update 05-22-15, Lawyers Only Confidential. Frontier expects to have additional updated financial data as it moves forward with the additional financing related to the proposed transaction.

TURN 8.16 Please refer to the Pro Forma Balance Sheet, Pro Forma P&L and Pro Forma Cash Flow statements and Adjusted Leveraged Free Cash Flow provided in response to TURN 3.4, at pages FTR TURN 000705-708. Please provide the updated full and complete financial model, in working Excel file format with formulas working and

sources intact which include the projected results of the equity financing consistent with the Form 8-K dated June 4, 2015.

Objections: Frontier objects to this data request in that seeks information that Frontier does not own and control and requests information in a format that is not consistent with Frontier's business practices. Frontier also objects to this data request to the extent that it purports to demand privileged and/or highly-confidential information and materials and the extent it requires a special study or reformatting of data and information previously produced.

Response: See response to TURN 8.15.

TURN 8.17 Please refer to the Pro Forma P&L statement provided in response to TURN 3.4, at page FTR TURN 000706. Please provide documents which show the basis and calculation of interest expense for 2016 – 2019, including amount and type of debt issued and applicable interest rates.

Objections: Frontier objects to this data requests as unduly burdensome to the extent that it seeks data and information previously produced.

Response: See Frontier response to TURN 3.4 provided to TURN on May 7, 2015 at Bates Number FTR TURN 000710.

TURN 8.18 Please provide the proposed (and/or actual) journal entry by account number (and account number description) of the Section 338(h)(10) Election transaction on the books of Frontier and explain how this transaction impacts all Frontier accounts (i.e., explain all amortizations and impacts on future related account numbers).

- i. This documentation should also show the original book value/cost of Verizon's assets that are being purchased and the adjustment of these assets to reflect the purchase price by Frontier (all assets/amounts should be shown by account number and account description).**
- ii. Provide all supporting documentation, explanation of methodologies, and calculations by state/jurisdiction (and explain and show how the impact and related allocation/assignment of amounts to the California jurisdiction was determined).**

Objections: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding. Frontier also objects to this data request as unduly burdensome to the extent that it would require a special study.

Response: Frontier has not determined what the journal entry will be and will not be in a position to do so until after closing of the transaction. Section 6.5(n)(ii) of Securities Purchase Agreement provides that the parties will determine the allocation of the purchase price within 90 days of closing.

TURN 8.19 Please address the Section 338(h)(10) transaction as follows and provide all related supporting documentation and calculations (and explain and show how the impact and related allocation/assignment of amounts to the California jurisdiction was determined):

- i. Provide the impact of the Section 338(h)(10) Election transaction on the most recent revenue requirement and cost of service calculation of Frontier, and identify the specific dollar impact on each rate base component, capital accounts, operating expense, income tax and other accounts (and show impacts by account number and account description). In all cases, show the amounts both before and after the transaction, and the related impact of the transaction on each account.
- ii. Explain if this Section 338(h)(10) transaction will increase or decrease Frontier's revenue requirement and cost of service, and provide this dollar impact by account number and account description for each of the next five years. In all cases, show the amounts both before and after the transaction, and the related impact of the transaction on each account.
- iii. Explain if Frontier will seek to recover any increases in costs or revenue requirements from customers via the Section 338(h)(10) transaction, and explain how and when this will be done. In all cases, show the amounts both before and after the transaction, and the related impact of the transaction on each account.
- iv. Explain if Frontier will seek to return any decreases in costs or revenue requirements to customers via the Section 338(h)(10) transaction, and explain how and when this will be done. In all cases, show the amounts both before and after the transaction, and the related impact of the transaction on each account

Objections: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding. Frontier also objects to this data request as unduly burdensome to the extent that it would require a special study.

Response: See Lawyers Eyes only "TURN 8.19 - Depreciation and Amortization, Confidential Lawyers Only" which quantifies the estimated additional deductions associated with making the IRC Section 338(h)(10) election. The attached schedule reflects the difference, in aggregate and year by year, between the depreciation/amortization with the election versus without the election.

TURN 8.20 Please provide Frontier's internal research and studies, and related plans approved by Officers (and/or approved by the Frontier Board of Directors) regarding the Section 338(h)(10) Election. Provide all supporting documentation and calculations (and explain and show how the impact and related allocation/assignment of amounts to the California jurisdiction was determined).

Objections: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are

beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding. Frontier also objects to this data request as unduly burdensome to the extent that it would require a special study.

Response: See response to TURN 8.19.

TURN 8.21 Please provide copies of Frontier's budgets that show the related impact of the Section 338(h)(10) Election transaction on Frontier's operations by account number and account description. Provide all supporting documentation and calculations (and explain and show how the impact and related allocation/assignment of amounts to the California jurisdiction was determined). In all cases, show the amounts both before and after the transaction, and the related impact of the transaction on each account.

Objections: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding. Frontier also objects to this data request as unduly burdensome to the extent that it would require a special study.

Response: Frontier's financial estimates and projections presented to the Board of Directors and used in evaluating the transaction included the assumption that Frontier would make the Section 338(h)(10) election. See Frontier response to ORA Set 1, Question 3 provided to TURN in response to TURN 1.1 on April 23, 2015, which contains information used by Frontier management and communicated to the Frontier Board of Directors regarding the proposed transaction prior to the transaction announcement.

TURN 8.22 Please provide copies of all IRS Private Letter Rulings and other documentation that Frontier is relying on regarding the outcome/impact of the Section 338(h)(10) transaction.

Objections: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding. Frontier also objects to this data request as unduly burdensome to the extent that it would require a special study.

Response: See 26 U.S. Code § 338 - Certain stock purchases treated as asset acquisitions, and *Federal Tax Regulations, Regulation, §1.338(h)(10)-1., Internal Revenue Service, Deemed asset sale and liquidation* included in "TURN 8.22 - Deemed Asset Sale and Liquidation."

Frontier/Verizon Application, A.15-03-005
Frontier Communications Corporation and Frontier Communications of America, Inc.
Frontier Responses to CWA's Fifth Set of Data Requests
July 21, 2015

Frontier Communications Corporation and Frontier Communications of America, Inc. (collectively, "Frontier") hereby respond to the set of data requests issued labeled as "Fifth Set of Data Requests by the Communications Workers of America to Frontier" served on July 7, 2015. For ease of reference, this set will be referenced herein as "CWA Set 5." These responses are being provided in accordance with the schedule set forth in CWA Set 5.

Frontier has undertaken a good faith review of the questions in CWA Set 5, and Frontier hereby responds to each of the questions subject to general objections presented below and any specific objections provided with the individual responses.

GENERAL OBJECTIONS

Frontier objects to the questions in CWA Set 5 to the extent that they call for irrelevant information that is beyond the scope of this proceeding or which is otherwise not reasonably calculated to lead to admissible evidence in this proceeding. Frontier objects to CWA Set 5 to the extent that the questions are interpreted to impose unreasonable burdens on Frontier and/or to the extent that the questions request information that is beyond Frontier's possession, custody, or control. Frontier further objects to this set of requests to the extent that it calls for information protected by attorney-client privilege, work product privilege, and/or any other applicable protection or privilege. Frontier also objects to CWA Set 5 to the extent that it is vague, ambiguous, or reliant upon vague or ambiguous definitions. Frontier specifically objects to any instructions or definitions in CWA Set 5 to the extent that they purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules or laws governing the proper scope and extent of discovery in California and this proceeding.

Frontier further objects to the extent that CWA Set 5 seeks information regarding entities, services, and/or facilities that are not subject to the California Public Utilities Commission's ("Commission") jurisdiction, beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or outside the reasonable scope of this proceeding. Frontier's responses to questions regarding matters that are subject to these jurisdictional, statutory, and scoping objections should not be interpreted to constitute a waiver of these objections, nor does Frontier concede that any of this information is properly subject to discovery, validly admissible, or otherwise proper for consideration in this proceeding.

Subject to and without waiving the above objections, Frontier responds as set forth below. Frontier reserves the right to offer additional objections and/or supplemental responses to CWA Set 5 at any time and further reserves the right to challenge the relevance and/or admissibility of the information provided herewith to the issues in the proceeding.

SPECIFIC OBJECTIONS AND RESPONSES

1. Referencing “CWASet4,Q.1-CAOperatingBuild,ConfidentialLawyersOnly” (“Operating Build Model”) and Verizon’s undated “Project Guava Management Presentation” contained in CWASet2No26-VZMaterialLawyersOnlyConfidential (“Verizon Presentation”), please explain and reconcile the following apparent discrepancies:

Objections: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding. Frontier further objects to this data request as unduly burdensome to the extent that it seeks information and/or data that is not within Frontier's possession, custody, and/or control. Frontier also objects to this data request as beyond the scope of reasonable discovery to the extent that this data request seeks information and/or data in a format that is not maintained by Frontier in the ordinary course of business and/or would require Frontier to perform a special study in order to provide responsive information.

a. The “Total net revenue” figures (historic Verizon for 2012A, 2013A and 2014E) on Bates page FTR CWA 000914 in the Operating Build Model are approximately 50% greater than the California “Annual Revenues” amounts reflected in Bates page FTR CWA 00239 of the Verizon Presentation.

Response: Information related to the Verizon Presentation reflected in Bates page FTR CWA 00239 should be directed to Verizon. Frontier prepared its projections based on the information included in the Operating Build Model.

b. The “No. of employees” figures (historic Verizon for 2012A, 2013A and 2014E) on Bates page FTR CWA 000915 of the Operating Build Model are approximately 50% greater than those shown for total California employees on Bates page FTR CWA 000294 of the Verizon Presentation.

Response: See response to subpart (a), above.

2. Please explain the reason for the expense amounts shown on Bates page FTR CWA 000914 of the Operating Build Model for the following Direct Operating Expenses for the 2014-2019 period:

a. Pension and benefits

b. Content video

Objections: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's

jurisdiction, are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding. Frontier further objects to this data request as unduly burdensome to the extent that it seeks information and/or data that is not within Frontier's possession, custody, and/or control. Frontier also objects to this data request as beyond the scope of reasonable discovery to the extent that this data request seeks information and/or data in a format that is not maintained by Frontier in the ordinary course of business and/or would require Frontier to perform a special study in order to provide responsive information.

Response: Frontier created financial projections first for the totality of the Verizon operations to be acquired in the three states, which were subsequently used to develop the California specific projections to extent information could be isolated on a state specific basis. Pension & Benefits, and Video Content costs were not provided on a state specific basis, thus \$0 is reflected for each of those lines for California.

3. Referencing the line “EBIT (pre-allocated costs and non-regulations)” line on Bates page FTR CWA 000915 of the Operating Build Model:

Objections: Frontier objects to this data request to the extent it seeks information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding. Frontier further objects to this data request as unduly burdensome to the extent that it seeks information and/or data that is not within Frontier's possession, custody, and/or control. Frontier also objects to this data request as beyond the scope of reasonable discovery to the extent that this data request seeks information and/or data in a format that is not maintained by Frontier in the ordinary course of business, would require Frontier to perform a special study in order to provide responsive information, and/or would be more appropriately be directed to another party in this proceeding.

a. Please define “pre-allocated costs and non-regulations”

Response: Non-regulations is a typo, it should read Non-Regulated. It refers to the non-regulated entities' services. The expenses shown on this page are for the California ILEC entities, prior to Verizon allocated costs and prior to the costs of the non-regulated entities, both of which were not identified on a state-specific basis.

b. Please provide total EBIT including “allocated costs and non-regulations.”

Response: See response to subpart (a), above.

c. Please identify all revenue and expense categories that are included in “allocated costs and non-regulations,” separately under Verizon ownership (2012 through 2015) and under Frontier ownership (2016 through 2019).

Response: Information related to the Verizon costs should be directed to Verizon. Verizon California is supported, indirectly, by centralized support groups within Verizon. These centralized groups serve multiple Verizon businesses and perform a wide range of services including, but not limited to, Marketing, Network Design and Monitoring, Information Technology and Systems Support, Financial Operations, Human Resources, and Legal and Regulatory Services. The centralized services are delivered from work centers around the country. Costs associated with the centralized support services are allocated to the businesses by Verizon.

d. Please provide a table showing the dollar amount in each such revenue and expense category included in "allocated costs and non-regulations" for the time periods 2012 through 2019 (corresponding to the same time periods in the Operating Build Model).

Response: See attachment "CWA Set 2 No 3 - Gu CostEfficiencies, Lawyers Only Confidential" provided on May 22, 2015, which identifies estimated allocated cost efficiencies identified by Frontier. Additional information regarding potential cost efficiencies are included in Board of Director presentation materials included in the attachment labeled "CWA Set 2 No 25 - BOD Material, Lawyers Only Confidential," also provided on May 22, 2015.

4. Generally regarding the Operating Build Model:

a. Does it reflect all of the revenues and expenses which Frontier projects for the acquired Verizon operations in California?

Response: The previously produced Operating Build Model is the only California specific financial projections Frontier has prepared for the Verizon California operations to be acquired.

b. If not, please provide a model which reflects Frontier's projections for the acquired Verizon operations in California.

Response: See response to subpart (a), above.

c. Please provide EBITDA and Free Cash Flow calculations for the acquired Verizon operations in California, including dividend and other payments to parent Frontier or any of its affiliates.

Response: There are no dividends or other payments estimated to be paid to Frontier parent by Verizon California Inc.

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF CALIFORNIA**

In the Matter of the Joint Application of Frontier Communications Corporation, Frontier Communications of America, Inc. (U 5429 C), Verizon California Inc. (U 1002 C), Verizon Long Distance, LLC (U 5732 C), and Newco West Holdings LLC for Approval of Transfer of Control Over Verizon California Inc. and Related Approval of Transfer of Assets and Certifications

A. 15-03-005

(Filed March 18, 2015)

**NINTH SET OF DATA REQUESTS OF
TURN TO FRONTIER COMMUNICATIONS CORPORATION, FRONTIER
COMMUNICATIONS OF AMERICA, INC.**

**CONFIDENTIAL- CONTAINS MATERIAL THAT FRONTIER ALLEGES TO BE
CONFIDENTIAL AND PROPRIETARY**

Christine Mailloux
Staff Attorney
TURN
785 Market Street, Suite 1400
San Francisco, CA 94103
Tel: 858-558-7930
cmailloux@turn.org

July 2, 2015

INSTRUCTIONS:

If you will be unable to meet the above deadline, or need to discuss the content of this request, please call TURN counsel at the number(s) shown above before the due date.

Please provide copies of your answer to the following people:

Christine Mailloux
Staff Attorney, TURN
cmailloux@turn.org
Electronic only

Regina Costa
Research Director, TURN
785 Market Street, Suite 1400
San Francisco, CA 94013
rcosta@turn.org

Electronic copy and hard copy for those documents only available in hard copy or documents that are produced on specific electronic media (DVD, CD, etc.)

Susan M. Baldwin
17 Arlington Street
Newburyport, MA 01950
smbaldwin@comcast.net
Consultant, TURN
Electronic only

David Brevitz, C.F.A.
3623 SW Woodvalley Terrace
Topeka, Kansas 66614
davidbrevitz@att.net
Consultant, TURN
Electronic Only

Please also provide electronic copies to:

Sarah Bosley- sbosleyconsulting@gmail.com
[Helen Golding – hgolding@gmail.com](mailto:hgolding@gmail.com)
Bion Ostrander- bionostrander@cox.net

For those documents that are available only in hard copy or documents that must be provided on separate electronic media such as a flash drive or a CD, please provide an additional copy to Ms.

Costa. If a document is available in Word or Excel format, do not send it as a PDF file. Please identify the person who provides the response and his (her) phone number. If the response is intended to apply only to a single entity, please clearly identify which entity. All data responses need to have each page numbered, referenced, and indexed so worksheets can be followed. If any number is calculated, include a copy of all electronic files so the formula and their sources can be reviewed.

If you are unable to provide the information by the due date, need clarification of a particular request, have an objection to any request, or plan to assert a privilege to any request, please provide a written explanation to Ms. Mailloux and Ms. Costa five calendar days before the due date as to why the response date cannot be met and your best estimate of when the information can be provided. If you are asserting an objection or privilege please provide the specific nature of that objection or privilege claimed and the facts upon which such claim is based. Please clearly identify and describe any information that is redacted from the document and provide an explanation for the redaction.

These data requests shall be deemed continuing in nature so that you shall produce any additional or more current information that come to your attention after your initial responses have been sent up to the time of hearing or settlement.

TURN Ninth Set of Data Requests in A.15-03-005, Frontier.

TURN hereby submits this Ninth Set of data requests to Frontier Communications Corporation, Frontier Communications of America, Inc. (U 5429 C). Please provide any objections to, and an indication of whether Frontier will respond to, these data requests no later than July 9, 2015. Please provide full and complete responses as they become available, but no later than July 14, 2015.

- TURN 8.1** Please refer to Frontier's response to TURN 6.29 which includes a spreadsheet named "TURN 6 26 6 29 CA Operating Build Confidential Lawyers Only".
- i. Please provide a full description of each "Operating Case" shown at cells A6 to A10 of the spreadsheet.
 - ii. No **[BEGIN CONFIDENTIAL]** ***** **[END CONFIDENTIAL]** costs are contained in cells F234:O234.
 1. Explain why these costs are not included.
 2. Provide these costs for the periods indicated for cells F234:O234.
 - iii. No **[BEGIN CONFIDENTIAL]** ***** **[END CONFIDENTIAL]** costs are contained in cells J230:O230.
 1. Explain why these costs are not included.

2. Provide these costs for the periods indicated for cells J230:O230.
- iv. Provide documents which show the basis for the assumed “% growth in households” in row 20 and related driver table.
 1. Explain why the assumed “% growth in households”
[BEGIN CONFIDENTIAL] *****
[END CONFIDENTIAL] the “Operating Cases”.
- v. Provide documents which show the basis for the assumed “% growth in ARPC” for rows 28, 49, 70, 110, 129, 176 and 186 and related driver tables.
- vi. Provide documents which show the basis for the assumed “% growth in cost per employee” at row 228 and related driver table.
- vii. Provide documents which show the calculations and basis for the assumed depreciation expense at cells J267:O267.
- viii. Provide documents which show the basis for the assumed number of employees at cell H275.
- ix. Provide documents which show the basis for the assumed “% of revenue” for cells J240:O240 and related driver table.
- x. Provide documents which show the basis for “FiOS Data net adds” at Cells J332:O337.

TURN 8.2 Please refer to FTR TURN 000801, provided in response to TURN 3.4.

- i. Please provide the most recent version of the **[BEGIN CONFIDENTIAL] ***** [END CONFIDENTIAL]** currently used by Frontier Management, in working Excel file format with formulas working and sources intact.
- ii. Please provide the most recent version of the **[BEGIN CONFIDENTIAL] ***** [END CONFIDENTIAL]** currently used by Frontier Management, in working Excel file format with formulas working and sources intact.

Frontier/Verizon Application, A.15-03-005
Frontier Communications Corporation and Frontier Communications of America, Inc.
Response to TURN's Ninth Set of Data Requests
July 16, 2015

Frontier Communications Corporation and Frontier Communications of America, Inc. (collectively, "Frontier") hereby respond to The Utility Reform Network's ("TURN") Ninth Set of Data Requests ("TURN Set 9"). Frontier has undertaken a good faith review of the questions in TURN Set 9, and Frontier hereby responds to each of the questions subject to general objections presented below and any specific objections provided with the individual responses. Frontier is providing responsive documents contemporaneously with these narrative responses, as further described below.

GENERAL OBJECTIONS

Frontier objects to the questions in TURN Set 9 to the extent that they call for irrelevant information that is beyond the scope of this proceeding or which is otherwise not reasonably calculated to lead to admissible evidence in this proceeding. Frontier objects to TURN Set 9 to the extent that the questions are interpreted to impose unreasonable burdens on Frontier and/or to the extent that the questions request information that is beyond Frontier's possession, custody, or control. Frontier further objects to this set of requests to the extent that it calls for information protected by attorney-client privilege, work product privilege, and/or any other applicable protection or privilege. Frontier also objects to TURN Set 9 to the extent that the questions presented are vague, ambiguous, or reliant upon vague or ambiguous definitions. Frontier specifically objects to any instructions or definitions in TURN Set 9 to the extent that they purport to impose any obligations greater than those provided by the applicable rules and decisions of the Commission, the California Code of Civil Procedure or California Evidence Code, and any other statutes, orders, rules or laws governing the proper scope and extent of discovery in California and this proceeding.

Frontier notes that TURN Set 9 seeks information regarding entities, services, and/or facilities that are not subject to the California Public Utilities Commission's ("Commission") jurisdiction, beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or outside the reasonable scope of this proceeding. Frontier's responses to questions regarding matters that are subject to these jurisdictional, statutory, and scoping objections should not be interpreted to constitute a waiver of these objections, nor does Frontier concede that any of this information is properly subject to discovery, validly admissible, or otherwise proper for consideration in this proceeding. It should be noted that some of the materials provided with these responses are highly confidential and identified as "Lawyers Only." These materials have been appropriately marked, and are prohibited from public disclosure pursuant to the Non-Disclosure Agreement ("NDA") executed between any TURN and Frontier, Public Utilities Code Section 583, and Commission General Order 66-C. Pursuant to the Non-Disclosure Agreement that TURN executed with Frontier, the authorized use of these materials extends only to the parties' attorneys and other individuals who are permitted access to "Lawyers Only" or "Lawyers' Eyes Only" materials by mutual agreement of the parties.

subject to the terms of the NDA.

Subject to and without waiving the above objections, Frontier responds as set forth below. Frontier reserves the right to offer additional objections and/or supplemental responses to TURN Set 9 at any time and further reserves the right to challenge the relevance and/or admissibility of the information provided herewith to the issues in the proceeding.

SPECIFIC OBJECTIONS AND RESPONSES

TURN 9.2 Please refer to FTR TURN 000801, provided in response to TURN 3.4.

i. Please provide the most recent version of the [BEGIN CONFIDENTIAL] *** [END CONFIDENTIAL] currently used by Frontier Management, in working Excel file format with formulas working and sources intact.**

ii. Please provide the most recent version of the [BEGIN CONFIDENTIAL] *** [END CONFIDENTIAL] currently used by Frontier Management, in working Excel file format with formulas working and sources intact.**

Objection: Frontier objects to this data request to the extent it seeks confidential information regarding entities, services, and/or facilities that are not subject to the Commission's jurisdiction, are beyond the scope of proper inquiry under Public Utilities Code Sections 851 through 854, and/or are outside the reasonable scope of this proceeding.

Response: See Frontier response to ORA Set 2, Question 3 provided to TURN in response to TURN 1.1 on April 23, 2015, which contains information used by Frontier management and communicated to the Frontier Board of Directors regarding the proposed transaction prior to the transaction announcement. See also Frontier responses to CWA Set 4, Question 1 provided to TURN in response to TURN 1.1 on June 25, 2015, which contains information related to pro forma data prepared and provided in conjunction with Frontier equity financing that occurred in June. The financial projections have not been revised or updated since that time. Additional analysis and information presented to the Frontier Board of Directors related to Frontier's recent equity issuance is contained in highly confidential attachments "TURN 9.2(ii) - Financing Discussion Materials, Lawyers Only Confidential" and "TURN 9.2(ii) - Project Guava – Financing Update 06-23-2015, Lawyers Only Confidential."